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certain territorial rights of the corporation to A, and to procure and transfer to him a majority of the stock of the corporation. The defendant forced the release of the right and acquired and transferred all of the stock except a small block held by the plaintiff, who now brings a bill in equity to compel the defendant to account to the corporation for the bonus. *Held*, that the defendant must disgorge. *Keeley et al. v. Black et al.*, 107 Atl. 825 (N. J. Eq.).

When an officer of a corporation uses the corporate machinery for his own secret advantage, he may be compelled to account to the corporation for any profit he derives from the transaction, since there is a fiduciary relation between him and the corporation. *McClure v. Law*, 161 N. Y. 78, 55 N. E. 388; *Goodbody v. Delaney*, 82 N. J. Eq. 140, 91 Atl. 724. The principal case gives a moment's pause, however, since it is clear that when the officer accounts to the corporation this will enure largely to the benefit of A, who does not seem particularly deserving. If no one of the old stockholders remained, so that accounting to the corporation would benefit only undeserving persons, equity would look beyond the corporate form to see who were the ultimate beneficiaries, and would refuse relief. *Home Fire Insurance Co. v. Barber*, 67 Neb. 644, 93 N. W. 1024. But equity will not fail to do justice to an innocent petitioner merely because there is an incidental benefit to one wrongdoer at the expense of another. See *New Sombrero Phosphate Co. v. Erlanger*, L. R. 5 Ch. D. 73, 114. See also 1 MORAWETZ, PRIVATE CORPORATIONS, 2 ed., § 204. This is the situation in the principal case. The *dictum* that the defendant might also be liable to the former stockholders who had parted with their shares, in an action of deceit, seems correct if there was actual misrepresentation. But New Jersey does not recognize any duty on the part of an officer to make a full disclosure when buying stock from a stockholder. *Crowell v. Jackson*, 53 N. J. L. 656, 23 Atl. 426. See 4 FLETCHER, CYCLOPÆDIA OF CORPORATIONS, § 2564.

CRIMINAL LAW — STATUTORY OFFENCES — VIOLATION OF ESPIONAGE ACT OF 1918 — WHAT CONSTITUTES SPECIFIC INTENT. — The defendants were convicted for publishing two leaflets in violation of the Espionage Act, as amended in 1918. The leaflets appealed to Russian workers in America to rise and prevent the intervention of America against the Revolutionary government in Russia. Workers in munition factories were urged to cease production; and a general strike was advocated. The statute required an "intent to hinder the United States in the prosecution of the war." The defendants claimed that the leaflets showed only an intent to stop American interference in Russia, and that therefore the evidence was insufficient to support the verdict. *Held*, that the conviction be affirmed. *Abrams v. United States*, U. S. Sup. Ct., October Term, 1919, No. 316.

For a discussion of the principles involved in this case, see NOTES, p. 442, *supra*.

DAMAGES — MEASURE OF DAMAGES — CONVERSION OF STOCK. — The defendant stock-broker was held to have converted the stock of the plaintiff's intestate by a wrongful sale. (*In re Berberich's Estate*, 257 Pa. 181, 101 Atl. 461.) A second adjudication for the purpose of determining the amount of damages to be paid by the defendant was required. *Held*, that the damages should be the highest market price of the stock between the conversion and the trial. *In re Berberich's Estate*, 107 Atl. 813 (Pa.).

Generally in an action for conversion the measure of recovery is the value of the property at the time of the conversion, with legal interest from that time. *Hunt v. Boston*, 183 Mass. 303, 67 N. E. 244; *Hayden v. Bartlett*, 35 Me. 203. See 2 SEDGWICK, DAMAGES, 9 ed., § 943. Some courts apply the same rule of damages to a conversion of marketable securities. *Continental Mining Co.*